

535415

ATTORNEYS' TITLE

Requestor's Name _____

660 E. Jefferson St. _____

Address

Tallahassee, FL 32301 _____ 850-222-2785 _____

City/St/Zip

Phone #

FILED
2001 NOV 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- _____ FOAM FACTORY, INC. _____

2- _____

3- _____

4- _____

- Walk-in
 Pick-up time ASAP
 Certified Copy
 Mail-out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-11/09/01--01029--016
*****78.75 *****78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 01 NOV -9 AM 11:33
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

 Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN VISUAL CONCEPTS, INC., a Florida corporation, H21426

INTO

FOAM FACTORY, INC., a Florida entity, 535415

File date: November 14, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 9, 2001

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: FOAM FACTORY, INC.
Ref. Number: 535415

We have received your document for FOAM FACTORY, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate names must appear the same throughout the document. Please see the signature area on the front page of your document, note the wrong name where first signature is showing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 101A00060985

01 NOV 14 PM 1:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

ARTICLES OF MERGER
OF
AMERICAN VISUAL CONCEPTS, INC., a Florida Corporation
into
FOAM FACTORY, INC., a Florida Corporation,

ARTICLES OF MERGER between FOAM FACTORY, INC., a Florida corporation and AMERICAN VISUAL CONCEPTS, INC., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), FOAM FACTORY, INC. and AMERICAN VISUAL CONCEPTS, INC. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated May 21, 2001 ("Plan of Merger"), between FOAM FACTORY, INC. and AMERICAN VISUAL CONCEPTS, INC. was approved and adopted by the shareholders of FOAM FACTORY, INC. on May 21, 2001 and was adopted by the shareholders of AMERICAN VISUAL CONCEPTS, INC. on May 21, 2001.

2. Under the Plan of Merger, all issued and outstanding shares of AMERICAN VISUAL CONCEPTS's stock will be acquired by means of a merger of AMERICAN VISUAL CONCEPTS, INC. into FOAM FACTORY, INC. with FOAM FACTORY, INC. the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on May 21, 2001.

ATTEST:

L. Barbara Regent
L. Barbara Regent, Secretary

(Corporate Seal)

AMERICAN VISUAL CONCEPTS,
INC.
a Florida Corporation

By: Stanley Regent
Stanley Regent, President

ATTEST:

Lori Weiss
Lori Weiss, Secretary

(Corporate Seal)

FOAM FACTORY, INC.
a Florida Corporation

By: Stanley Regent
Stanley Regent, President

jb30056

FILED
2001 NOV 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger between FOAM FACTORY, INC. ("FOAM FACTORY") and AMERICAN VISUAL CONCEPTS, INC. ("VISUAL") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of FOAM FACTORY in effect immediately before the Effective Date shall be the Articles of Incorporation of FOAM FACTORY until further amended as provided by law.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of VISUAL's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of FOAM FACTORY, INC. in accordance with this Plan. Each share of FOAM FACTORY's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of FOAM FACTORY's stock.
3. Satisfaction of Rights of VISUAL Shareholders. All shares of FOAM FACTORY's stock into which shares of VISUAL's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of VISUAL shall cease, and FOAM FACTORY shall be fully vested in VISUAL's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date FOAM FACTORY shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of FOAM FACTORY or VISUAL, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of FOAM FACTORY any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in FOAM FACTORY, or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, VISUAL and FOAM FACTORY shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by FOAM FACTORY to the Florida Secretary of State. In accordance with §607.1105(1)(b)

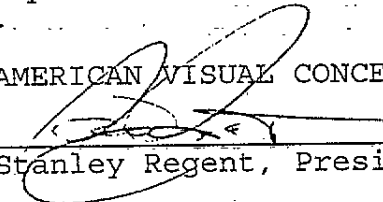
EXHIBIT

of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

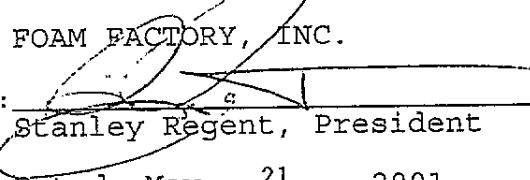
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

AMERICAN VISUAL CONCEPTS, INC.

By: 
Stanley Regent, President

Dated: May 21, 2001

FOAM FACTORY, INC.

By: 
Stanley Regent, President

Dated: May 21, 2001

jb30054